

APPENDIX 37

WYCKOFF HEIGHTS MEDICAL CENTER

BOARD OF TRUSTEES MEETING

MINUTES

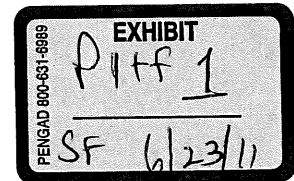
MINUTES of a Board of Trustees Meeting held on Thursday, February 9, 2006 at 4 p.m. in the 3 North Board Room.

PRESENT

Emil Rucigay, Esq.
Vincent Arcuri
Larry Berger
John D. Rucigay, Esq.
Kathleen Burke, Esq. (via telephone)
Gladys Rodriguez
Vito J. D'Alessandro, M.D.
Adam Figueroa
Dominick J. Gio – President & CEO
Fred T. Haller, III, Esq.
Frederick T. Haller, Esq.
Herman Hochberg
Harold McDonald
Hal McNeil
Edmondo Modica, M.D.
Hon. Edolphus Towns
Emilio Carrillo, M.D. (via telephone)
Andrew Boisselle

ABSENT/EXCUSED

Gary Zuar (E)
Arthur Klein, M.D. (E)
A.C. Rao, M.D. (E)
Victoria Cook, Esq. (E)
John Cook, Jr., Esq. (E)



ADMINISTRATIVE STAFF:

Nirmal Mattoo, M.D. - Sr. V.P. Medical Affairs/Medical Director
Karen Carey - Vice President-Regulatory Services
William F. Green - Vice President - External Affairs
Renee Mauriello, R.N. – V.P. – Nursing
David N. Hoffman, Esq. – General Counsel
Alvin Eden, M.D. – President – Medical Board

Mr. Rucigay called the meeting to order at 4 p.m.

APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING:

ON A MOTION PROPERLY MADE BY MR. HOCHBERG, SECONDED BY MR HALLER, ALL IN FAVOR, THE MINUTES OF THE PREVIOUS MEETING OF JANUARY 12, 2006 WERE APPROVED BY THE BOARD OF TRUSTEES.

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CREDENTIALS COMMITTEE

Dr. Eden presented the Credentials Committee report of January 11, 2006 for Dr. Rao.

STAFF CHANGES

1. The following practitioners are recommended for a *One Year Provisional Appointment to include clinical privileges*:

Emergency Medicine:
Dennis Cruz, RPA-C
Melissa Sanfilippo, RPA-C

Radiology:
Jon Engbretson, M.D.

Medicine:
Daniel Russo, M.D.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. HALLER, SECONDED BY DR. HOCHBERG, ALL IN FAVOR, THE ABOVE PRACTITIONERS WERE APPROVED FOR A ONE YEAR PROVISIONAL APPOINTMENT AND CLINICAL PRIVILEGES.

2. The following practitioners **Resigned**:

Anesthesiology
Jynotsna Gaur, M.D.

Family, Community & Preventive Medicine
Galina Abramovich, D.O.

The Board of Trustees acknowledged the above resignations.

MEDICAL STAFF BYLAWS CHANGE

In follow-up to last month's Board of Trustees Meeting, Dr. Eden advised the Board Members that the Bylaws Committee met on January 24, 2006 to review the wording of paragraph five, page 18 of the Medical Staff Bylaws. The committee reviewed the paragraph and decided that it should read as follows:

All new staff members shall serve a provisional period of one year during which time they shall be supervised by the Departmental Chairman or designee. The Board of Trustees may extend the provisional period for any new Medical Staff member upon recommendation of the Medical Board.

Dr. Eden asked for approval of the above bylaws change.

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REDACTED

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY DR. D'ALESSANDRO, SECONDED BY MR HALLER, ALL IN FAVOR, THE ABOVE MEDICAL STAFF BY LAWS CHANGE WAS APPROVED BY THE BOARD OF TRUSTEES.

PROPOSED GOVERNING BODY BYLAWS CHANGES AND AFFILIATION AGREEMENT

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. ARCURI, SECONDED BY MR. BOISSELLE, ALL IN FAVOR, THE PROPOSED CHANGES TO THE GOVERNING BODY BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES. THE FOLLOWING FOUR INDIVIDUALS ABSTAINED: KATHLEEN BURKE, ESQ., LARRY BERGER, EMILIO CARRILLO, M.D. AND GARY ZUAR.

The affiliation agreement was discussed and Mr. Gio reminded the Board Members that while Wyckoff will not be a *corporate* member of the System, we will be an *affiliate* member. The change will not be noticeable except for managed care contracting which is prohibited by law. Mr. Gio also mentioned that an outside company will be contracted to negotiate for us if necessary. He stated that this will be a seamless transition.

ACTION/RECOMMENDATION: ON A MOTION DULY MADE BY DR. D'ALESSANDRO, SECONDED BY MR. HALLER, ALL IN FAVOR THE BOARD OF TRUSTEES UNANIMOUSLY AGREED TO AUTHORIZE EMIL RUCIGAY, ESQ., CHAIRMAN, TO ENTER INTO AN AFFILIATION AGREEMENT WITH NEW YORK PRESBYTERIAN HEALTH CARE SYSTEM. THE FOLLOWING FOUR INDIVIDUALS ABSTAINED: KATHLEEN BURKE, ESQ., LARRY BERGER, EMILIO CARRILLO, M.D. AND GARY ZUAR.

Mr. Rucigay stated that Wyckoff and N.Y. Presbyterian Healthcare System will continue to continue to maintain the same relationship as we have in the past. Mr. Rucigay stated that the Board of Trustees sincerely thanks N.Y Presbyterian for all it has done for Wyckoff. He mentioned the cooperation, guidance and their infusion of confidence in Wyckoff over the years. Mr. Rucigay stated that he hopes our future actions will display our thanks to N.Y. Presbyterian and that they will continue to be our brothers in this partnership.

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Mr. Berger thanked Mr. Rucigay for those words and stated that N.Y. Presbyterian looks forward to working with Wyckoff in the future on lots of exciting projects.

Mr. Gio expressed his personal gratitude and stated that it has been a wonderful relationship all the years that he has been here. The last official project that was done by N.Y. Presbyterian with Wyckoff was the Cardiac Catheterization Lab which they sponsored was opened this past Monday and is now a full functioning Cardiac Cath Lab. Four procedures were done on the first day. Three resulted in interventions at Cornell and one referred surgery. Mr. Gio stated that this will be mutually beneficial. He advised the Board Members that he met with Dr. Klein and Dr. Lerman, the Chief of Cardiology at Cornell who sponsored the program.

Ms. Burke stated that enjoys serving on the Board of Trustees expressed her thanks to Mr. Gio and the Board of Trustees and stated that Wyckoff deserves much recognition and appreciation for bringing better health care to the community. She also mentioned that the committees she worked with at Wyckoff have been a great help and commended David Hoffman, Esq. and Karen Carey.

Dr. Carrillo also expressed his appreciation to the Wyckoff family and the Board of Trustees. He looks forward to working jointly on many future projects.

ST. JOHN'S HOSPITAL AND MARY IMMACULATE HOSPITAL ACQUISITION:

Mr. Gio provided the Board of Trustees with an update on the acquisition of St. John's and Mary Immaculate Hospitals. He explained the situation in detail as it first began last year. There were initially three hospitals to include St. Mary's Hospital. Since that time St. Mary's Hospital has closed, therefore, the process of due diligence began in December for the other two hospitals. Mr. Gio stated that these are two viable institutions and proceeded to explain the situation as it relates to residency programs, staffing and billing. Proposals from various interested parties were submitted. Mr. Gio stated that he feels that we will be successful in this acquisition. He stated that we have the support of the 1199 Union and Helen Marshall, Borough President of Queens. He advised the Board Members that we are currently taking a very in-depth look at the books of the facilities. Mr. Gio stated that the Board of Trustees should understand that this acquisition will not be tied to the financial well-being of Wyckoff. Wyckoff will remain a stand-alone Article 28 Hospital.

Open discussion ensued whereby a few issues were clarified to include the ambulance service, residency programs and clinical advantages. It was also mentioned that Wyckoff could realize a substantial savings if we were to share the costs associated with administrative items, i.e., medical records, radiology, laboratories and financial offices.

Mr. Rucigay stated that if this acquisition is accomplished the success can be attributed to the actions of Mr. Gio and Mr. McDonald who worked diligently on this project. The Board of Trustees concurred with Mr. Rucigay.

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ADJOURNMENT:

**THERE BEING NO FURTHER BUSINESS TO DISCUSS, ON A MOTION PROPERLY
MADE BY MR. HOCHBERG, SECONDED BY MR. ARCURI, ALL IN FAVOR, THE
MEETING ADJOURNED AT 5:00 P.M.**

RESPECTFULLY SUBMITTED:


**PATRICIA MILLSPAUGH
EXECUTIVE SECRETARY**

APPROVED BY:


**DOMINICK J. GIO
PRESIDENT & C.E.O.**

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